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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 20, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20058-V FILED

FEB 20 '03 12-40 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum to Amend the Filing of the Lease Assignment, Management and Escrow Agreement, dated February 13, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Assignment, Management and Escrow Agreement which was previously filed with the Board under Recordation Number 20058-N.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: CBI Leasing, Inc.
(successor to
The Vaughn Group, Inc.)
9367 Allen Road
West Chester, OH 45069

A description of the railroad equipment covered by the enclosed documents is:

Railcars DME 47216, 47146 and 47287 are deleted from the Agreement.

Mr. Vernon A. Williams
February 20, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum to Amend the Filing of the Lease Assignment,
Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 20058-V FILED

FEB 20 '03 12:40 PM

SURFACE TRANSPORTATION BOARD

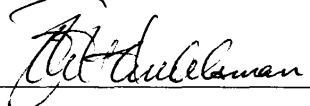
**MEMORANDUM TO AMEND THE FILING OF THE
LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement made and entered into as of December 28, 1999 by and between CBI Leasing, Inc., successor to The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc. ("Assignor") as follows:


1. Assignee and Assignor entered into the Lease Assignment, Management and Escrow Agreement (the "Agreement") which was duly filed with the Surface Transportation Board on January 3, 2000 under Recordation Number 20058-N.
2. The Agreement is hereby amended to delete from the Agreement three (3) covered hopper railcars identified with marking numbers DME47216, DME47146 and DME 47287.

IN WITNESS WHEREOF, this Memorandum is duly executed this 13th day of February 2003.

CBI LEASING, INC.
Successor to The Vaughn Group, Inc.

By: 
Name: JOHN V. HANDELSMAN
Title: PRESIDENT

THE ANDERSONS, INC.

By: 
Name: Gary Smith
Title: V.P., Finance & Treasurer

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

On this 3rd day of February 2003, before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President of CBI LEASING, INC., successor to The Vaughn Group, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-06

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

On this 7th day of February 2003, before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he is the V.P., Finance & Treasurer of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cathy L. Redford
Notary Public

My commission expires:

CATHY L. REDFORD
Notary Public, State of Ohio
Commission Expires 4-10-2007

